

B6A (Official Form 6A) (12/07)

In re Gup's Hill Plantation, LLC

Debtor

Case No. 15-04386-dd

(If known)

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
U.S. Post Office, 325 Bacon Street, Edgefield, SC 29824	Fee Simple		700,000.00	543,932 *
Old Edgefield Grill, 202 Penn Street, Edgefield, SC 29824	Fee Simple		150,000.00	NONE *
Carpenter's Stand, 500 Main Street, Edgefield, SC 29824	Fee Simple		100,000.00	NONE *
Turner Building, 101 Court House Square, Edgefield, SC 29824	Fee Simple		150,000.00	296,202 *
Penn Building, 312 Simkins Street, Edgefield, SC 29824	Fee Simple		50,000.00	296,202 *
The Rectory, 317 Simkins Street, Edgefield, SC 29824	Fee Simple		40,000.00	NONE *
Little House, 210 Wigfall Street, Edgefield, SC 29824	Reversionary Interest, Subject to a Life Estate		75,000.00	NONE *
Goodin House, 1012 Jones Street, Edgefield, SC 29824	Fee Simple		50,000.00	NONE *

Total▶

(Report also on Summary of Schedules.)

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In re Gup's Hill Plantation, LLC

Case No. 15-04386-dd

(If known)

## SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
Bay Cottage, 244 Bausketts Street, Edgefield, SC 29824	Fee Simple		50,000.00	NONE *
Thomas/Hars Property, 625 Augusta Rd, Edgefield, SC 29824	Fee Simple		150,000.00	100,000 *
Industrial Park East Property, Star Rd. & Rabbit Trail, Edgefield, SC	Fee Simple		300,000.00	300,000+ *
Industrial Park West Property, Rabbit Trail, Edgefield, SC	Fee Simple		25,000.00	NONE *
Gup's Hill Plantation, Mays Way & Sweetwater Road, Edgefield, SC	Fee Simple		3,448,965.00	1,305,912 *
Edgefield Inn, 702 Augusta Road, Edgefield, SC 29824	Fee Simple		800,000.00	795,196
Mount Vintage Tract, MV Plantation Dr., North Augusta, SC	Fee Simple		25,000.00	NONE
* Note: Also subject to the lien of Kathryn S. Rainsford				2,205,386.16

Total ➤

6,113,965.00

(Report also on Summary of Schedules.)

B 6D (Official Form 6D) (12/07)

In re Gup's Hill Plantation, LLC  
Debtor

Case No. 15-04386-dd  
(If known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.64-05 AgSouth Farm Credit, ACA P.O. Box 2607 Batesburg-Leesville, SC 29070-2607			Nov. 16, 2006 First Mortgage VALUE \$ 3,448,965.00				1,025,416.18	0.00
ACCOUNT NO.0504 Atlanta Postal Credit Union 3900 Crown Road Atlanta, GA 30380-0001			Aug. 6, 2009 First Mortgage VALUE \$ 700,000.00				543,931.81	0.00
ACCOUNT NO.9001 FB Acquisition I, LLC 5251 DTC Pkwy, St. 300 Greenwood Village, CO 80111			Aug. 6, 1997 First Mortgage VALUE \$ 900,000.00				795,195.85	0.00
Subtotal ► (Total of this page)							\$ 2,364,543.84	\$ 0.00
Total ► (Use only on last page)							\$	\$

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

1 continuation sheets  
attached

B 6D (Official Form 6D) (12/07) - Cont.

2

In re Gup's Hill Plantation, LLC  
Debtor

Case No. 15-04386-dd  
(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			Nov. 8, 2010 First Mortgage				100,000.00	0.00
Greg W. Anderson 328 Wigfall Street Edgefield, SC 29824			VALUE \$ 150,000.00					
ACCOUNT NO.			2012 Federal Tax Lien				25,000.00	0.00
Internal Revenue Service			VALUE \$ 6,063,965.00					
ACCOUNT NO.			Dec. 17, 2010 Transcript of Judgment				2,205,386.16	0.00
Kathryn S. Rainsford 5997 Edgefield Road Trenton, SC 29847			VALUE \$ 5,263,965.00					
ACCOUNT NO.			Apr. 13, 2010 First Mortgage				300,000.00	0.00
Southern First Bank 190 Knox Abbott Drive Cayce, SC 29033			VALUE \$ 2,000,000.00					
ACCOUNT NO. F			Feb. 20, 2008 First Mortgage				296,201.68	0.00
TD Bank 102 South Main Street Greenville, SC 29601			VALUE \$ 824,210.00					
Sheet no. <u>2</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims							\$ 2,926,587.84	\$ 0.00
Subtotal(s) ▶ (Total(s) of this page)							\$ 5,291,131.86	\$ 0.00
Total(s) ▶ (Use only on last page)								

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6E (Official Form 6E) (04/13)

In re Gup's Hill Plantation LLC  
*Debtor*

Case No. 15-04386-dd  
(if known)

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (04/13) – Cont.

In re Gup's Hill Plantation, LLC,  
*Debtor*

Case No. 15-04386-dd  
(if known)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

*\* Amounts are subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

B6E (Official Form 6E) (04/13) - Cont.

In re Gup's Hill Plantation, LLC, Debtor

Case No. 15-04386-dd  
(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
Account No.			January 15, 2012							
Edgefield County Tax Collector 129 Court House Square Edgefield, SC 29824			January 15, 2013				75,888.99	75,888.99	0.00	
Account No.			January 15, 2014							
			January 15, 2015							
Account No.										
Account No.										
Account No.										
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							Subtotals▶ (Totals of this page)	\$ 75,888.99	\$ 75,888.99	0.00
Total▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$	75,888.99		
Totals▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$ 75,888.99	\$	0.00

B 6F (Official Form 6F) (12/07)

In re Gup's Hill Plantation, LLC,  
DebtorCase No. 15-04386-dd  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

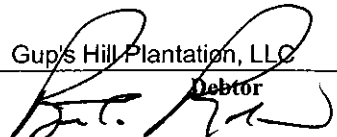
Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.  American Hotel Register 100 S. Milwaukee Ave. Vernon Hills, IL 60061-4305			June of 2015, Valid Trade Debt \$527.94				527.94
ACCOUNT NO.  Associated Paper 1031 Franke Industrial Dr. Augusta, GA 30909			June of 2015 Valid Trade Debt \$252.85				252.85
ACCOUNT NO.  AT&T P.O. Box 105262 Atlanta, GA 30348-5262			July of 2015 Valid Trade Debt \$292.31				292.31
ACCOUNT NO.  Kathryn S. Rainsford 5997 Edgefield Road Trenton, SC 29847			1997-2014 Valid Loan of \$1,001,682.31				1,001,682.31
Subtotal▶							\$ 1,002,755.41
Total▶ (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							\$

1 continuation sheets attached

B 6F (Official Form 6F) (12/07) - Cont.

In re Gup's Hill Plantation, LLC  
  
**Debtor**

Case No. 15-04386-dd  
 (if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			July of 2015				
Northland Communications 235 N. Creek Blvd. Greenwood, SC 29649			Valid Trade Debt \$ 884.62				884.62
ACCOUNT NO.			July of 2015				
SCE&G P.O. Box 100255 Columbia, SC 29202-3255			Valid Trade Debt \$4,553.45				4,553.45
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
Subtotal▶							\$ 5,438.07
Total▶							\$ 1,008,193.48

Sheet no. 1 of 1 continuation sheets attached  
 to Schedule of Creditors Holding Unsecured  
 Nonpriority Claims

(Use only on last page of the completed Schedule F.)  
 (Report also on Summary of Schedules and, if applicable on the Statistical  
 Summary of Certain Liabilities and Related Data.)